FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per response.....16.00

SEC USE ONLY						
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OTH ORM ENVIEW OF ERMO EMENT	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.) PNC MULTIFAMILY CAPITAL INSTITUTIONAL FUND XXXIV LIMITED PARTY	JED SHID
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing:  New Filing  Amendment	
A. BASIC IDENTIFICATION DATA	RECEIVED
1. Enter the information requested about the issuer	/ <sup>3</sup> /
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	<pre> <pre> <pre>     DEC 2 2 2006     </pre></pre></pre>
PNC MULTIFAMILY CAPITAL INSTITUTIONAL FUND XXXIV LIMITED PARTNE	RSHIP (A)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone: Number (Including Area Code) (503) 808-1300 (186
121 SW Morrison Street, Suite 1300, Portland, OR 97204 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
The issuer was formed to acquire interests in other limited partnerships and/or limited liability entities, each of which is expected to Historic Rehabilitation Tax Credits.	o generate federal Low-Income Housing Tax Credits and/or
Type of Business Organization  corporation business trust  limited partnership, already formed limited partnership, to be formed	PROCESSEI
Actual or Estimated Date of Incorporation or Organization: 0 7 0 6	
GENERAL INSTRUCTIONS	FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D o 77d(6).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering, and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address.	
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 203	549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures.	y signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously supplied be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for st ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the S are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law.	ecurities Administrator in each state where sales the exemption, a fee in the proper amount shall

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the

this notice and must be completed.

filing of a federal notice.

#### A. BASIC IDENTIFICATION DA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) PNC MultiFamily Capital Fund XXXIV, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 121 SW Morrison Street, Suite 1300, Portland, Oregon 97204 Check Box(es) that Apply: Promoter-Director General and/or Managing Partner Full Name (Last name first, if individual) PNC Bank, National Association Business or Residence Address (Number and Street, City, State, Zip Code) One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222 ✓ Promoter Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer General and/or Director Managing Partner Full Name (Last name first, if individual) Columbia Housing Partners Limited Partnership (dba PNC MultiFamily Capital) Business or Residence Address (Number and Street, City, State, Zip Code) 121 SW Morrison Street, Suite 1300, Portland, Oregon 97204 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Giffen, Donald W. Business or Residence Address (Number and Street, City, State, Zip Code) 121 SW Morrison Street, Suite 1300, Portland, Oregon 97204 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director | General and/or Managing Partner Full Name (Last name first, if individual) Crow, Todd. J. Business or Residence Address (Number and Street, City, State, Zip Code) 121 SW Morrison Street, Suite 1300, Portland, Oregon 97204 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Kelly, Gretchen L. Business or Residence Address (Number and Street, City, State, Zip Code) 121 SW Morrison Street, Suite 1300, Portland, Oregon 97204 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Hubbard, Scott J. Business or Residence Address (Number and Street, City, State, Zip Code) 121 SW Morrison Street, Suite 1300, Portland, Oregon 97204

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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2. Enter the information re	equested for the fo	lowin	g:		r				
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• Each beneficial ow	ner having the pow	er to v	ote or dispose, or di	ect th	e vote or disposition	of, 10	% or more	of a clas	s of equity securities of the is
• Each executive off	icer and director o	f corp	orate issuers and of	corpo	rate general and man	aging	partners o	f partne	rship issuers; and
Each general and r	nanaging partner o	f parti	nership issuers.	•				•	
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3. Does	the offering	permit joint	l ownershi	p of a sing	gle unit?						Yes	No ☑
4. Enter	the informat	ion request	ed for eacl	h person v	who has bee	n or will b	e paid or	given, dire	ctly or inc	lirectly, any	ý.	
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	UTOFFERING
	Yes No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited	investors in this offering?
Answer also in Appendix, Column	2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual	dual?\$ 5,000,000.00
	Yes No
3. Does the offering permit joint ownership of a single unit?	
4. Enter the information requested for each person who has been or will commission or similar remuneration for solicitation of purchasers in conn	
If a person to be listed is an associated person or agent of a broker or deal	er registered with the SEC and/or with a state
or states, list the name of the broker or dealer. If more than five (5) perso a broker or dealer, you may set forth the information for that broker or	
	death only.
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
P.O. Box 19388, Irvine, California, 92623-9399	
Name of Associated Broker or Dealer	
WM Financial Services Inc.	
States in Which Person Listed Has Solicited or Intends to Solicit Purchaser	s
(Check "All States" or check individual States)	All States
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Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)  AL AK AZ AR CA CO CT IL IN IA KS KY LA ME MT NE NV NH NJ NM NY RI SC SD TN TX UT VT  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser	All States  DE DC FL GA HI ID  MD MA MI MN MS MO  NC ND OH OK OR PA  VA WA WV WI WY PR
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)  AL AK AZ AR CA CO CT IL IN IA KS KY LA ME MT NE NV NH NJ NM NY RI SC SD TN TX UT VT  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)	All States  DE DC FL GA HI ID  MD MA MI MN MS MO  NC ND OH OK OR PA  VA WA WV WI WY PR   All States
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)  AL AK AZ AR CA CO CT IL IN IA KS KY LA ME MT NE NV NH NJ NM NY RI SC SD TN TX UT VT  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)  AL AK AZ AR CA CO CT	All States  DE DC FL GA HI ID  MD MA MI MN MS MO  NC ND OH OK OR PA  VA WA WV WI WY PR   All States  DE DC FL GA HI ID
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Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)  AL AK AZ AR CA CO CT IL IN IA KS KY LA ME MT NE NV NH NJ NM NY RI SC SD TN TX UT VT  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchaser (Check "All States" or check individual States)  AL AK AZ AR CA CO CT	All States  DE DC FL GA HI ID  MD MA MI MN MS MO  NC ND OH OK OR PA  VA WA WV WI WY PR   All States  DE DC FL GA HI ID

# COLLEGO SEU DAN CE EMPRES COLLEGA MAIS O CELEMAN L'ESTRE DAN CELEMAN DE L'ESTRE DE L'EST

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
•		Aggregate	. Аг	nount Already
	Type of Security	Offering Price		Sold
	Debt	0.00	<b>\$</b>	0.00
٠.	Equity	0.00	<b>\$</b>	0.00
	☐ Common ☐ Preferred	• .		
	Convertible Securities (including warrants)	0.00	\$_	0.00
	Partnership Interests	128,200,000.00	\$_	0.00
	Other (Specify)	0.00	\$_	0.00
	Total		\$_	0.00
	Answer also in Appendix, Column 3, if filing under ULOE.	٠.,,,		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number		Aggregate
		Investors		of Purchases
	Accredited Investors	. 0	\$_	0.00
**	Non-accredited Investors	· 0	<b>s</b> _	0.00
	Total (for filings under Rule 504 only)	· 0	\$_	0.00
•	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of	Ι	Oollar Amount
	Type of Offering	Security .	•	Sold
	Rule 505	_	\$_	•
	Regulation A		\$_	0.00
•	Rule 504		\$_	0.00
	Total		\$_	0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees		\$_	0.00
	Printing and Engraving Costs		<b>\$</b> _	12,820.00
	Legal Fees		\$_	410,240.00
	Accounting Fees		\$_	0.00
	Engineering Fees		\$_	0.00
	Sales Commissions (specify finders' fees separately)		<b>s</b> _	1,282,000.00
	Other Expenses (identify) Due Diligence Expense Reimbursement, escrowiges, blue sky fees & other expenses and		\$_	961,500.00
	Total		\$_	2,666,560.00

	and total expenses furnished in response to Part C — proceeds to the issuer."				\$	25,533,440.00
5.	Indicate below the amount of the adjusted gross pre- each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	ny purpose is not known, furnish an estimate and f the payments listed must equal the adjusted gross	1			
			Đ	ayments to Officers, irectors, & Affiliates		nyments to Others
	Salaries and fees (Acquisition Fee)		<b>[</b> ₹]\$_	5,448,500.00	□ <b>\$</b> _	9.00
	Purchase of real estate		_ □\$_	0.00	\$_	0.00
	Purchase, rental or leasing and installation of mad and equipment		 \$_	0.00	\$_	0.00
	Construction or leasing of plant buildings and fac	ilities	_ _ \$_	0.00	s_	0.00
	Acquisition of other businesses (including the val offering that may be used in exchange for the asso issuer pursuant to a merger)	ets or securities of another	<b>┌</b> ┐\$_	0.00	<b>□</b> \$_	0.00
	Repayment of indebtedness				 □ \$_	
	Working capital		_		□ - [7] \$_	4,487,000.00
	Other (specify):					
	Acquisition Ex				✓	2,140,940.00
	Cash Used for	Investments*	<u> </u>		<b>▽</b> \$_	113,457,000.00
	Column Totals		<b>⊘\$</b> _	5,448,500.00	<b>⊘</b> \$_	120,084,940.00
	Total Payments Listed (column totals added)			<b>▽\$</b>	125,533,4	40.00
		D. FEDERAL SIGNATURE	-			
sign	issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	undersigned duly authorized person. If this notice	ssion	, upon writter		
Issu	ner (Print or Type)	Signature	Date		,	
PNO	MultiFamily Capital Institutional Fund XXXIV Limited Partnership	1 / 2 ( 7 ( ) ( ) ( ) ( )		12/22	120	06
Naı	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
	Lisa Williams	Senior Vice President of PNC MultiFamily Capital Fund	XXX	IV, Inc., the Gen	eral Par	tner of the Issu

\* Cash Used for Investments constitutes amounts payable for acquisition of Operating Partnership Interests. This item may also include reimbursement to the General Partner or its Affiliates for monies advanced on behalf of the Issuer to make initial investments in Operating Partnerships prior to the availability of investor funds and includes interest, financing fees and related expenses in connection with borrowing funds secured by pledges of Subscription Agreements of Investors.

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	The state of the s	LE SPANESIGNATURE-		
1.	Is any party described in 17 CFR 230.262 pre provisions of such rule?	sently subject to any of the disqualification	Yes	No 🗹
	See A	Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to fu D (17 CFR 239.500) at such times as required	rnish to any state administrator of any state in which this notice is f I by state law.	iled a no	tice on Form
3.	The undersigned issuer hereby undertakes to issuer to offerees.	furnish to the state administrators, upon written request, information	ion furn	ished by the
4.	·	uer is familiar with the conditions that must be satisfied to be en- ate in which this notice is filed and understands that the issuer clai- ing that these conditions have been satisfied.		
	er has read this notification and knows the content horized person.	nts to be true and has duly caused this notice to be signed on its beha	if by the	undersigned
,	Print or Type) NC MultiFamily Capital Institutional Fund XXXIV Limited Partnership	Signature Date / Z / 2 2	2/20	06
Name (P	rint or Type)	Title (Print or Type)		
l	isa Williams	Senior Vice President of PNC MultiFamily Capital Fund XXXIV, Inc., the Gener	al Partner	of the Issuer

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## 3 2 1 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate to non-accredited offering price Type of investor and . explanation of amount purchased in State waiver granted) offered in state investors in State (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) . (Part C-Item 2) Number of Number of Accredited Non-Accredited Investors Investors Yes No State Yes No Amount Amount. ΑL ΑK ΑZ AR CA \$25,000,000.00 · CO CT DE DC FL GA н ID IL IN: IΑ KS KY LA ME MD MA ΜI \$6,000,000.00 MN MS

APPENDIX

### APPENDIX

1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МО											
МТ								;			
NE							· ·		٠.		
· NV								·			
NH	***										
NJ								:			
NM	- · ·					-					
NY		✓ ,	\$25,000,000.00	. 2							
NC		. <b>√</b> ,	\$13,500,000.00	1				•			
ND											
ОН	:	. 🗸	\$10,000,000.00	1	-		·				
ОК		٠.,									
OR	• •								21		
PA		✓ .	\$23,000,000.00	2							
RI								<del></del>			
SC									:		
SD											
· TN		·									
TX								7			
UT		- A				<u>,</u>		,			
VT			#40 TOO COO CO								
VA		1	\$10,700,000.00 \$15,000,000.00	1			· · · · · · · · · · · · · · · · · · ·	<u>.</u>			
WW		<b>/</b>	\$10,000,000.00	1		·					
WV											
WI				-							

1		2	3			4		5 Dismial	ification
	to non-a	I to sell accredited as in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and rchased in State C-Item 2)		under Sta (if yes, explant waiver	ate ULO attach ation of
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	ï				,				
PR					,				·